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RECORDATION NO. 19227-A  
FILED 1995

FEB 16 1995 11:55 AM

Recordation No. 19227-A

February 16, 1995

February Fee \$21.00

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is an Amendment Memorandum of Chattel Mortgage and Security Agreement, a "secondary document", dated as of February 13, 1995. The primary document to which this is related is the Memorandum of Chattel Mortgage and Security Agreement dated as of February 2, 1995, which was filed with the Commission on February 6, 1995, and assigned recordation number 19227.

The names and addresses of the parties to the primary document are as follows:

MORTGAGORS: CL Jaguar Limited  
CL Cougar Limited  
c/o Central Leasing Company Limited  
1-1, Toranomom 2-chome  
Minato-ku, Tokyo, Japan

MORTGAGEE: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, VA 23510

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (inclusive)</u>
20	6-axle Diesel-Electric Locomotives	C-C	8809-8827, 8829

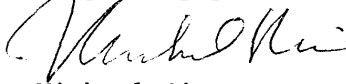
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Amendment Memorandum of Chattel Mortgage and Security Agreement dated as of February 13, 1995, between CL Jaguar Limited and CL Cougar Limited, as mortgagors, and Norfolk Southern Railway Company, as mortgagee, and covering 20 diesel-electric locomotives (numbered NS 8809-8827 and 8829).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

310A

19227-A

RECORDATION NO. 19227-A  
FILED 1925

FEB 16 1995 7:55 AM

AMENDMENT MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of February 13, 1995, among CL JAGUAR LIMITED and CL COUGAR LIMITED, corporations organized under the laws of Japan, and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation.

WHEREAS the parties hereto have entered into a Memorandum of Chattel Mortgage and Security Agreement dated as of February 2, 1995, in respect of that certain Chattel Mortgage and Security Agreement dated as of February 2, 1995, covering twenty General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8809 through 8828.

WHEREAS the said Memorandum of Chattel Mortgage and Security Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on February 6, 1995, and assigned recordation number 19227;

WHEREAS the twenty locomotives actually delivered and accepted under the said Chattel Mortgage and Security Agreement are identified by the road numbers of Norfolk Southern Railway Company 8809 through 8827 and 8829.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the inclusion in the said Chattel Mortgage and Security Agreement of the locomotive identified by the road number of Norfolk Southern Railway Company 8829, and the release and termination of the said Chattel Mortgage and Security Agreement with respect to the locomotive identified by the road number of Norfolk Southern Railway Company 8828, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CL JAGUAR LIMITED

by W. L. L. L.  
Title: Attorney-in-fact

CL COUGAR LIMITED

by W. L. L. L.  
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by William R. R.  
Title: Vice President

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 15<sup>th</sup> day of February, 1995, before me personally appeared Nobuyoshi Kusaki, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL JAGUAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mello*  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4729812  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 15<sup>th</sup> day of February, 1995, before me personally appeared Nobuyoshi Kusaki, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL COUGAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mello*  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4729812  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996

COMMONWEALTH OF VIRGINIA )  
 ) SS.:  
CITY OF NORFOLK )

On this 14<sup>th</sup> day of February, 1995, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is a Vice President of NORFOLK SOUTHERN RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Edna H. Hobbs*  
Notary Public